

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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ISABEL LITOVIDCH, MICHAEL V. :
COTTRELL, FRANK HIRSCH, :
HOLDCRAFT MARITAL TRUST, and :
UNITED FOOD AND COMMERCIAL :
WORKERS UNION AND PARTICIPATING :
FOOD INDUSTRY EMPLOYERS TRI- :
STATE PENSION FUND, on Behalf of :
Themselves and All Others Similarly Situated, :
: Plaintiffs, :
: v. :
: :
BANK OF AMERICA CORPORATION; :
MERRILL LYNCH, PIERCE, FENNER & :
SMITH, INC.; BofA SECURITIES, INC.; :
BARCLAYS CAPITAL INC.; CITIGROUP :
INC.; CITIGROUP GLOBAL MARKETS :
INC.; CREDIT SUISSE SECURITIES (USA) :
LLC; DEUTSCHE BANK SECURITIES :
INC.; THE GOLDMAN SACHS GROUP, :
INC.; GOLDMAN, SACHS & CO., LLC; :
JPMORGAN CHASE & CO.; J.P. MORGAN :
SECURITIES LLC; MORGAN STANLEY; :
MORGAN STANLEY & CO., LLC; :
MORGAN STANLEY SMITH BARNEY :
LLC; NATWEST MARKETS SECURITIES :
INC.; WELLS FARGO & CO.; WELLS :
FARGO SECURITIES LLC; and WELLS :
FARGO CLEARING SERVICES, LLC, :
: Defendants. :
: -----x

**DECLARATION OF RICHARD C. PEPPERMAN II
IN SUPPORT OF DEFENDANTS' JOINT MOTION TO DISMISS
THE SECOND AMENDED CONSOLIDATED CLASS ACTION COMPLAINT**

I, RICHARD C. PEPPERMAN II, declare as follows pursuant to 28 U.S.C. § 1746(2):

1. I am a member of the Bar of the State of New York and a partner of the law firm

Sullivan & Cromwell LLP, counsel for Defendants The Goldman Sachs Group, Inc. and Goldman Sachs & Co. LLC in the above-captioned action. I also am a member of the Bar of this Court.

2. I make this declaration to place before the Court publicly available documents that are relied upon in the Second Amended Consolidated Class Action Complaint (“SAC”) and referenced in Defendants’ Memorandum of Law in Support of Their Joint Motion to Dismiss the Second Amended Consolidated Class Action Complaint for Failure to State a Claim, dated October 18, 2024.

3. Attached as Exhibit 1 to this declaration is a true and correct copy of Larry Harris & Anindya Mehta, *Riskless Principal Trades in Corporate Bond Markets* (2020), <https://ssrn.com/abstract=3681652>, referenced in the SAC at Paragraph 120 and n.32.

4. Attached as Exhibit 2 to this declaration is a true and correct copy of Eric Zitzewitz, *Paired Corporate Bond Trades* (2010), referenced in the SAC at Paragraph 81.

5. Attached as Exhibit 3 to this declaration is a true and correct copy of Larry Harris, *Transaction Costs, Trade Throughs, and Riskless Principal Trading in Corporate Bond Markets* (2015), referenced in the SAC at Paragraphs 81 and 98 n.19.

6. Attached as Exhibit 4 to this declaration is a true and correct copy of Gopa Biswas, Stanislava Nikolova & Christof W. Stahel, *The Transaction Costs of Trading Corporate Credit* (2015), referenced in the SAC at Paragraph 81.

7. Attached as Exhibit 5 to this declaration is a true and correct copy of Amy K. Edwards, Lawrence E. Harris & Michael S. Piwowar, *Corporate Bond Market Transaction Costs and Transparency*, 62 J. FIN. 1421 (2007), referenced in the SAC at Paragraphs 81-82.

8. Attached as Exhibit 6 to this declaration is a true and correct copy of Peter Feldhütter, *The Same Bond at Different Prices: Identifying Search Frictions and Selling Pressures*,

25 REV. FIN. STUDIES 1155 (2012), referenced in the SAC at Paragraphs 81-82.

9. Attached as Exhibit 7 to this declaration is a true and correct copy of Maureen O'Hara and Xing (Alex) Zhou, *Anatomy of a Liquidity Crisis: Corporate Bonds in the COVID-19 Crisis*, 142 J. FIN. ECON. 46 (2020), referenced in the SAC at Paragraph 85, 112 and n.28.

10. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: October 18, 2024
New York, New York

/s/ Richard C. Pepperman II
Richard C. Pepperman II